



EUROGOLD
L I M I T E D
(ACN 009 070 384)

17 October 2011

ASX "EUG"

NOTICE OF ANNUAL GENERAL MEETING

Attached for immediate release is the Notice of Meeting and Proxy Form dispatched to Shareholders on Friday, 14 October 2011.

Pauline Collinson
Company Secretary
Eurogold Limited

EUROGOLD LIMITED

ACN 009 070 384

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
Level 1, The Old Brewery, 173 Mounts Bay Road, Perth,
Western Australia on Tuesday, 15 November 2011
at 10:00am (WST)**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9481 0572.

EUROGOLD LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Eurogold Limited ("**Company**") will be held at Level 1, The Old Brewery, 173 Mounts Bay Road, Perth on Tuesday, 15 November 2011 at 10:00am (WST) ("**Meeting**").

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 13 November 2011 at 5pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 5.

VOTING IN PERSON

The business of the Annual General Meeting affects your shareholding and your vote is important. To vote in person you will need to attend the Annual General Meeting.

VOTING BY PROXY

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form by hand to the Company at Level 1, 173 Mounts Bay Road, Perth WA 6000;
- (b) post the proxy form to Eurogold Limited, PO Box 7493 Cloisters Square, WA 6850; or
- (c) fax the proxy form to Eurogold Limited on facsimile number (618) 94813586

so that it is received not later than 5:00pm WST on 13 November 2011. Proxy forms received later than this time will be invalid.

CHAIRMAN'S VOTING INTENTIONS

If the Chairman of the Meeting is appointed as a proxy or may be appointed by default, and the Shareholder does not direct the proxy how to vote in respect of any resolution, the Chairman intends to vote in favour of all resolutions.

AGENDA

1. Ordinary Business – Directors' Report and Financial Statements

To receive the Financial Statements, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2011.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, pass as an ordinary resolution with or without amendment the following resolution as a **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by:

- a director or a member of the key management personnel as disclosed in the Remuneration Report; and
- a closely related party of those persons.

However, the Company need not disregard a vote if:

- it is cast by the person chairing the meetings as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form.

EUROGOLD LIMITED

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3. Resolution 2 – Re-election of Mr Brett Montgomery as Director

To consider and, if thought fit, to pass as an ordinary resolution with or without amendment the following:

"That Mr Brett Montgomery, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

By Order of the Board

Pauline Collinson
Company Secretary
10 October 2011

EUROGOLD LIMITED

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EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 1, The Old Brewery, 173 Mounts Bay Road, Perth on 15 November 2011 at 10:00am (WST).

The Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum.

1. Ordinary Business – Directors' Report and Financial Statements

As required by Section 317 of the Corporations Act, the financial report, directors' report and auditors' report of the Company for the year ended 30 June 2011 will be laid before the meeting. No resolution is required for this item of business.

A copy of the Company's Annual Report is available at www.eurogold.com.au.

In accordance with the Corporations Act, during this item of business a reasonable opportunity will be given to Shareholders as a whole to ask questions about, or make comments on, the management of the Company.

Similarly, a reasonable opportunity will be given to Shareholders as a whole to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the audit for the year ended 30 June 2011.

2. Resolution 1 – Remuneration Report (Non-Binding Resolution)

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put to the Annual General Meeting. Section 250(R) of the Corporations Act requires a resolution that the Remuneration Report to be adopted be put to the vote. Resolution 1 seeks this approval.

However, in accordance with Section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an advisory only resolution which does not bind the Directors of the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions or make comments on the Remuneration Report.

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EXPLANATORY MEMORANDUM

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act.

Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report, however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

3. Resolution 2 – Re-election of Mr Brett Montgomery as Director

Article 6.3(c) of the Constitution requires that one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting. Article 6.3(f) provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these articles, Mr Brett Montgomery will retire by rotation and seek re-election.

Mr Montgomery was appointed as a Director on 15 August 1989. He has over 27 years experience in the mining industry and management of public companies.

4. Definitions

In this Explanatory Memorandum and Notice:

"Board" means the board of Directors.

"Constitution" means the Constitution of the Company.

"Corporations Act" means the *Corporations Act 2001* (Cth).

"Director" means a director of the Company.

"Directors' Report" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

"Explanatory Memorandum" means the explanatory memorandum attached to the Notice.

"Financial Report" means the 2011 Financial Report of the Company, a copy of which was lodged with the ASX on 30 September 2011.

"Meeting" has the meaning given in the introductory paragraph of the Notice.

"Notice" means this notice of meeting.

"Proxy Form" means the proxy form attached to the Notice.

"Remuneration Report" means the remuneration report of the Company contained in the Financial Report.

"Resolution" means a resolution contained in this Notice.

"Shareholder" means a shareholder of the Company.

"WST" means Western Standard Time, being the time in Perth, Western Australia.

PROXY FORM ANNUAL GENERAL MEETING

The Company Secretary
Eurogold Limited

By delivery:

1st Floor
The Old Brewery
173 Mounts Bay Road
PERTH WA 6000

By post:

PO Box 7493
Cloisters Square
Perth WA 6850

By facsimile:

+61 8 9481 3586

I/We

being a member/members of Eurogold Limited entitled to attend and vote at the annual general meeting, hereby::

Appoint:

OR

The Chairman
of the Meeting
(mark with an "X")

The name of the person you are appointing
(If this person is someone other than the Chairperson of the Meeting

or if the person named does not attend the Meeting, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (WST) on Tuesday, 15 November 2011 at Level 1, 173 Mounts Bay Road, Perth, Western Australia and at any adjournment thereof.

Important note for members who appoint the Chairperson as their Proxy

The Chairperson of the meeting intends to vote any undirected proxy in favour of Resolution 1. You authorise the Chairperson to exercise your proxy even if he has an interest in the outcome of Resolution 1 and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not wish to appoint the Chairperson of the Meeting to vote on Resolution 1 and in the manner indicated above, the Company encourages you to complete the voting section below.

Other Directors and key management personnel of the Company and their closely related parties will not cast any votes in respect of Resolution 1 that arise from any undirected proxy that they may hold.

		For	Against	Abstain
Resolution 1	Approve Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Brett Montgomery as a Director	☐	☐	☐

Authorised signature/s: This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

²Insert name and address of proxy

*Omit if not applicable

PROXY FORM

ANNUAL GENERAL MEETING

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

You must sign this form as follows in the spaces provided:

Joint Holding: Where the holding is in more than one name all of the holders must sign.

Power of Attorney: If signed under a power of attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the power of attorney to this Proxy Form when you return it.

Companies: A director can sign jointly with another director or a company secretary. A sole director who is also a sole company secretary can also sign. Please indicate the office held by signing in the appropriate space.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 1, 173 Mounts Bay Road, Perth, WA, 6000, or by post to PO Box 7493, Cloisters Square, Perth, WA, 6850 or facsimile (08) 94813586 if faxed from within Australia or +618 94813586 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).